



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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In re:

SHAPES/ARCH HOLDINGS L.L.C., et al.,

Debtors.

Case No. 08-14631(GMB)
(Jointly Administered)

Judge: Gloria M. Burns

Chapter: 11

**SECOND BRIDGE ORDER FURTHER EXTENDING INTERIM ORDER PURSUANT
TO SECTION 364(C) OF THE BANKRUPTCY CODE AND RULE 4001 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE AUTHORIZING DEBTORS (1)
TO OBTAIN INTERIM POST-PETITION FINANCING, (2) GRANTING SENIOR
LIENS AND PRIORITY ADMINISTRATIVE EXPENSE STATUS, (3) MODIFYING
THE AUTOMATIC STAY, (4) AUTHORIZING DEBTORS TO ENTER INTO
AGREEMENTS WITH THE CIT GROUP/ BUSINESS CREDIT, INC., FOR ITSELF
AND AS AGENT FOR CERTAIN LENDERS, AND (5) PRESCRIBING FORM AND
MANNER OF NOTICE AND TIME FOR FINAL HEARING UNDER FEDERAL RULE
OF BANKRUPTCY PROCEDURE 4001 (C)**

The relief set forth on the following pages numbered 2 through 3 is hereby **ORDERED
AND GRANTED.**

DATED: 4/10/2008



Honorable Gloria M Burns
United States Bankruptcy Court Judge

THIS MATTER came before the Court on April 9, 2008, with respect to the Motion previously filed by the Debtors on March 17, 2008, seeking authority to, inter alia, grant liens security interests and administrative priority claims, and enter into agreements with The CIT Group/Business Credit, Inc., for itself and as agent for certain lenders (the “Motion”), and with respect to which this Court previously entered an interim order on March 18, 2008, at docket no.39 approving such financing and other related matters (the “Interim Order”), which Interim Order was further extended for all purposes through and including April 9, 2008, pursuant to that certain Bridge Order which extended the Interim Order, which Bridge Order was entered on or about April 3, 2008, and is entered on this Court’s docket at docket no. 98 (and 99) (the “First Bridge Order”) and it

APPEARING that, subsequent to the entry of the Interim Order, a committee of unsecured creditors of the Debtors (the “Committee”) was organized and formed on or about March 31, 2008, and, shortly on or after that date, selected the firm of Halperin, Battaglia and Raicht, LLP as its counsel; and it further

APPEARING that, on the request of the Committee, the Debtors and their counsel for a further adjournment of the hearing seeking a final approval of the matters requested with respect to the Motion, and such adjournment having been agreed to by the Debtors, the Committee, The CIT Group/Business Credit, Inc., (for itself and as agent for certain lenders) and Arcus ASI Funding, LLC, with such hearing being adjourned and continued until Thursday, April 17, 2008, at 10:00 a.m. before this Court; and it further

APPEARING that, pursuant to the Interim Order and the First Bridge Order, the Debtors authority to obtain loans and other extensions of credit under the DIP Revolving Credit Agreement (as defined in the Interim Order) was provided for through and including the period

ending April 9, 2008, and it further appearing that the Debtors require additional extensions of credit under the DIP Revolving Credit Agreement between April 9, 2008, and the date of April 17, 2008, which is now set as the final hearing with respect to the Motion.

NOW, THEREFORE, based upon the foregoing, and good cause having been shown, and all of the parties referenced above having consented to the entry of this second bridge order,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that all of the terms, conditions and other provisions of the Interim Order and First Bridge Order, including, without limitation, the Debtors ability to obtain credit under the DIP Revolving Credit Agreement and the liens, security interests and all other rights and remedies provided to the Agent and the Lenders (as defined in the Interim Order) are extended through and including April 17, 2008, including, without limitation, the Agent and each of the Lenders (as defined in the DIP Revolving Credit Agreement) being entitled to all of the liens, security interests, claims, rights, priorities and protections granted to them pursuant to the Interim Order (as extended by the First Bridge Order) and the Financing Agreements (as defined in the DIP Revolving Credit Agreement) with respect to any credit extended by the Agent and/or the Lenders to or for the benefit of the Debtors for the period from April 9, 2008, through and including April 17, 2008, inclusive; and it is further

ORDERED, ADJUDGED, AND DECREED that, as to the Committee only, the deadline for filing and serving any objection to the relief sought at the final hearing with respect to the Motion, as set forth in Section 34 of the Interim Order, is extended to April 16, 2008, at 11:00 a.m. prevailing Eastern time (such deadline having previously expired as to any other party in interest who did not file and serve any objection prior to the time set forth in Section 34 of the Interim Order).